

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
SOUTH BEND DIVISION

IN RE:)	
)	
NEW SCHOONEBEEK DAIRY, LLC,)	CASE NO. 09-34327-hcd
Debtor.)	Chapter 11

DEBTOR'S DISCLOSURE STATEMENT, DATED JUNE 28, 2010

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I. INTRODUCTION

This is the disclosure statement (the "Disclosure Statement") in the chapter 11 case of New Schoonebeek Dairy, LLC. This Disclosure Statement contains information about the Debtor and describes the Chapter 11 Plan (the "Plan") filed by New Schoonebeek Dairy, LLC on January __, 2010.

A full copy of the Plan is attached to this Disclosure Statement as Exhibit A. ***Your rights may be affected. You should read the Plan and this Disclosure Statement carefully and discuss them with your attorney. If you do not have an attorney, you may wish to consult one.***

The proposed distributions under the Plan are discussed at pages __ - __ of this Disclosure Statement. [General unsecured creditors are classified in Class 3, and will receive a distribution of 10 % of their allowed claims, to be distributed on or before June 30, 2011.]

A. Purpose of This Document

This Disclosure Statement describes:

- The Debtor and significant events during the bankruptcy case,
- How the Plan proposes to treat claims or equity interests of the type you hold (*i.e.*, what you will receive on your claim or equity interest if the plan is confirmed).
- Who can vote on or object to the Plan,
- What factors the Bankruptcy Court (the "Court") will consider when deciding whether to confirm the Plan,
- Why the Debtor believes the Plan is feasible, and how the treatment of your claim or equity interest under the Plan compares to what you would receive on your claim or equity interest in liquidation, and
- The effect of confirmation of the Plan.

Be sure to read the Plan as well as the Disclosure Statement. This Disclosure Statement describes the Plan, but it is the Plan itself that will, if confirmed, establish your rights.

B. Deadlines for Voting and Objecting; Date of Plan Confirmation Hearing

The Court has not yet confirmed the Plan described in this Disclosure Statement. This section describes the procedures pursuant to which the Plan will or will not be confirmed.

1. *Time and Place of the Hearing to [Finally Approve This Disclosure Statement and] Confirm the Plan*

The hearing at which the Court will determine whether to confirm the Plan will take place on [insert date], at [insert time], in Room 201, Robert K. Rodibaugh United State Bankruptcy Courthouse, 401 S. Michigan Street, South Bend, Indiana.

2. *Deadline For Voting to Accept or Reject the Plan*

If you are entitled to vote to accept or reject the plan, vote on the enclosed ballot and return the ballot in the enclosed envelope to the Debtor's counsel, R. William Jonas, Jr., Hammerschmidt,

Amaral & Jonas, 137 N. Michigan Street, South Bend, Indiana, 46601. See section IV.A. below for a discussion of voting eligibility requirements.

Your ballot must be received by _____ or it will not be counted.

3. *Deadline For Objecting to the Confirmation of the Plan*

Objections to the confirmation of the Plan must be filed with the Court and served upon counsel for the Debtor and the United States Trustee by _____.

4. *Identity of Person to Contact for More Information*

If you want additional information about the Plan, you should contact Counsel for the Debtor, R. William Jonas, Jr., Hammerschmidt, Amaral & Jonas, 137 N. Michigan Street, South Bend Indiana, 46601.

C. **Disclaimer**

The Court has approved this Disclosure Statement as containing adequate information to enable parties affected by the Plan to make an informed judgment about its terms. The Court has not yet determined whether the Plan meets the legal requirements for confirmation, and the fact that the Court has approved this Disclosure Statement does not constitute an endorsement of the Plan by the Court, or a recommendation that it be accepted.

II. **BACKGROUND**

A. **Description and History of the Debtor's Business**

The Debtor is a limited liability company organized under the laws of the State of Indiana. Since 2004, the Debtor has been in the business of operating a dairy. The dairy is comprised of about 1700 dairy cows, approximately 1600 of which are owned by the debtor and 100 of which are owned by Amir Ben-Yehoshua.

B. **Insiders of the Debtor**

The Debtor has only one insider as defined in §101(31) of the United States Bankruptcy Code (the "Code"). Harry Bekel is the owner of all of the interest in New Schoonebeek Dairy, LLC, and is responsible for all of the Debtor's management decisions. Mr. Bekel has been paid by the Debtor the sum of \$84,000 during the period from September 2007 through September 2008. He was paid the sum of \$72,000 during the twelve months prior to the commencement of the Debtor's bankruptcy case because he reduced his salary to \$5,000 per month in the six months preceding the filing of this case.. Mr. Bekel has been paid at the rate of \$5,000 per month during the pendency of this Chapter 11 case.

C. **Management of the Debtor Before and During the Bankruptcy**

During the two years prior to the date on which the bankruptcy petition was filed, the Debtor was managed by Harry Bekel. Mr. Bekel has continued to manage the Debtor during the Debtor's Chapter 11 case.

After the effective date of the order confirming the Plan, Harry Bekel will continue to manage the Debtor's dairy operation. His responsibilities and compensation will remain the same as they have been throughout this case.

D. Events Leading to Chapter 11 Filing

This filing is the result of a precipitous drop in milk prices in late 2008 and early 2009. Prices dropped by 40% over previous highs while feed costs remained at near-record levels. The market appears to be completing its adjustment as feed costs are down by as much as 40% and milk prices are recovering from a drastic low of \$9 per 100 pounds to the current \$14.50 per 100 pounds. Prices are expected to return to \$16.00 or higher by summer 2010.

E. Significant Events During the Bankruptcy Case

The following are the significant events occurring during the Debtor's bankruptcy case:

- The Court has approved Hammerschmidt, Amaral & Jonas as counsel for the Debtor. The Court has approved Nietzsche & Faupel, PC, as accountant for the Debtor.
- The Debtor negotiated and has had approved cash collateral and adequate protection orders with the major secured creditor, RaboAgrifinance.
- The Debtor has negotiated and had approved Title Retention and Forage Production and Nutrient Utilization Agreements with Pleasant Home Farms; these agreements were necessary to provide feed for the dairy cattle and land on which to spread manure produced by the dairy herd in accord with Indiana environmental laws.
- The Debtor has worked to renegotiate its lease to reduce operating costs.
- The Debtor has reduced expenses for feeding the dairy cattle and disposing of waste produced by the herd. Combined with the recovery of the market price of milk, these measures have allowed the Debtor to return to profitability and propose a feasible Plan of Reorganization.

F. Projected Recovery of Avoidable Transfers

The Debtor does not intend to pursue preference, fraudulent conveyance, or other avoidance actions.

G. Claims Objections

Except to the extent that a claim is already allowed pursuant to a final non-appealable order, the Debtor reserves the right to object to claims. Therefore, even if your claim is allowed for voting purposes, you may not be entitled to a distribution if an objection to your claim is later upheld. The procedures for resolving disputed claims are set forth in Article V of the Plan.

H. Current and Historical Financial Conditions

The identity and fair market value of the estate's assets are listed in Exhibit B. The valuations are based on the Debtor's opinion, after consultation with Rabo Agrifinance and others in the dairy industry.

The Debtor's most recent financial statement issued before bankruptcy, which was provided to the U.S. Trustee for the Initial Debtor Conference, is attached as Exhibit C.

A summary of the Debtor's periodic operating reports filed since the commencement of the Debtor's bankruptcy case is set forth in Exhibit D.

III. SUMMARY OF THE PLAN OF REORGANIZATION AND TREATMENT OF CLAIMS AND EQUITY INTERESTS

A. What is the Purpose of the Plan of Reorganization?

As required by the Code, the Plan places claims and equity interests in various classes and describes the treatment each class will receive. The Plan also states whether each class of claims or equity interests is impaired or unimpaired. If the Plan is confirmed, your recovery will be limited to the amount provided by the Plan.

B. Unclassified Claims

Certain types of claims are automatically entitled to specific treatment under the Code. They are not considered impaired, and holders of such claims do not vote on the Plan. They may, however, object if, in their view, their treatment under the Plan does not comply with that required by the Code. As such, the Plan Proponent has *not* placed the following claims in any class:

1. *Administrative Expenses*

Administrative expenses are costs or expenses of administering the Debtor's chapter 11 case which are allowed under § 507(a)(2) of the Code. Administrative expenses also include the value of any goods sold to the Debtor in the ordinary course of business and received within 20 days before the date of the bankruptcy petition. The Code requires that all administrative expenses be paid on the effective date of the Plan, unless a particular claimant agrees to a different treatment.

The following chart lists the Debtor's estimated administrative expenses, and their proposed treatment under the Plan:

<u>Item</u>	<u>Estimated Amount (\$)</u>	<u>Proposed Treatment</u>
Expenses Arising in the Ordinary Course of Business After the Petition Date (Bekel Leasing)	\$110,000	Paid in full according to the written agreement of the parties.
The Value of Goods Received in the Ordinary Course of Business Within 20 Days Before the Petition Date	-0-	Paid in full on the effective date of the Plan, or according to terms of obligation if later
Professional Fees, as approved by the Court.	\$10,000	Paid in full on the effective date of the Plan, or according to separate written agreement, or according to court order if such fees have not

		been approved by the Court on the effective date of the Plan
Clerk's Office Fees	-0-	Paid in full on the effective date of the Plan
Other administrative expenses	-0-	Paid in full on the effective date of the Plan or according to separate written agreement
Office of the U.S. Trustee Fees	-0-	Paid in full on the effective date of the Plan
REVENUE	\$120,000	

2. *Priority Tax Claims*

Priority tax claims are unsecured income, employment, and other taxes described by § 507(a)(8) of the Code. Unless the holder of such a § 507(a)(8) priority tax claim agrees otherwise, it must receive the present value of such claim, in regular installments paid over a period not exceeding 5 years from the order of relief.

The Indiana Department of Revenue has filed a priority claim of \$4,064; if not defeated by the Debtor, this claim will be paid in full on the effective date of the plan.

C. **Classes of Claims and Equity Interests**

The following are the classes set forth in the Plan, and the proposed treatment that they will receive under the Plan:

1. *Classes of Secured Claims*

Allowed Secured Claims are claims secured by property of the Debtor's bankruptcy estate (or that are subject to setoff) to the extent allowed as secured claims under § 506 of the Code. If the value of the collateral or setoffs securing the creditor's claim is less than the amount of the creditor's allowed claim, the deficiency will be classified as a general unsecured claim.

The following chart lists all classes containing Debtor's secured prepetition claims and their proposed treatment under the Plan:

Class#	Description	Impaired? (Yes or No)	Impairment	Treatment
	<p><i>Secured claim of:</i> RaboAgrifinance</p> <p>Collateral description = Dairy cattle, equipment and 2008 feed Allowed Secured Amount = \$3,305,576.10</p> <p>Priority of lien = 1st</p> <p>Principal owed = \$ _____</p> <p>Pre-pet. arrearage = \$ _____</p> <p>Total claim = \$2,675,325.14</p>		Impaired	<p>[Monthly] Pmt = 16,566.00</p> <p>Pmts Begin = July 2010</p> <p>Pmts End = July 2030</p> <p>[Balloon pmt] = N/A</p> <p>Interest rate % = 4.25%</p> <p>Treatment of Lien = retain</p> <p>[Additional payment required to cure defaults] = N/A</p>

2. Classes of Priority Unsecured Claims

Certain priority claims that are referred to in §§ 507(a)(1), (4), (5), (6), and (7) of the Code are required to be placed in classes. The Code requires that each holder of such a claim receive cash on the effective date of the Plan equal to the allowed amount of such claim. However, a class of holders of such claims may vote to accept different treatment.

The following chart lists all classes containing claims under §§ 507(a)(1), (4), (5), (6), and (a)(7) of the Code and their proposed treatment under the Plan:

Class#	Description	Impairment	Treatment
	<p>Priority unsecured claim pursuant to Section [insert]</p> <p>Total amt of claims = \$ _____</p>	[State whether impaired or unimpaired]	NONE
0	<p>Priority unsecured claim pursuant to Section [insert]</p> <p>Total amt of claims = \$ _____</p>	[State whether impaired or unimpaired]	

3. *Class of General Unsecured Claims*

General unsecured claims are not secured by property of the estate and are not entitled to priority under § 507(a) of the Code. [Insert description of § 1122(b) convenience class if applicable.]

The following chart identifies the Plan's proposed treatment of Class 3, which contains general unsecured claims against the Debtor:

Class#	Description	Impairment	Treatment
	General Unsecured Class	Impaired	Monthly Pmt = N/A Pmts Begin = 6/30/2011 Pmts End = 6/30/2011 [Balloon pmt] = 247,208.22 Interest rate % from [date] = 0 Estimated percent of claim paid = 10%

4. *Class of Equity Interest Holders*

Equity interest holders are parties who hold an ownership interest (*i.e.*, equity interest) in the Debtor. In a corporation, entities holding preferred or common stock are equity interest holders. In a partnership, equity interest holders include both general and limited partners. In a limited liability company ("LLC"), the equity interest holders are the members. Finally, with respect to an individual who is a debtor, the Debtor is the equity interest holder.

The following chart sets forth the Plan's proposed treatment of the class of equity interest holders: [There may be more than one class of equity interests in, for example, a partnership case, or a case where the prepetition debtor had issued multiple classes of stock.]

Class#	Description	Impairment	Treatment
	Equity interest holders	Impaired	Retain, subject to duty to pay unsecured claims.

D. **Means of Implementing the Plan**

1. *Source of Payments*

Payments and distributions under the Plan will be funded by the following:

The Debtor's continued operation of the dairy.

2. *Post-confirmation Management*

The Post-Confirmation Managers of the Debtor, and their compensation, shall be as follows:

Name	Address	Resident (yes/no)?	Position	Compensation
Harry Bekel		Yes	Manager	\$5,000/mo

E. **Risk Factors**

The proposed Plan has the following risks:

Dairy farming is especially risky because the Debtor cannot set the price for his product. Instead, the market price is set by external factors and the Debtor must live with the results. In addition, herd health issues can affect the Debtor's ability to meet the plan requirements. Debtor's history of management and herd health have been good. However, because the Debtor cannot control the market price of milk, the operation will always be risky.

F. **Executory Contracts and Unexpired Leases**

The Plan, in Exhibit 5.1, lists all executory contracts and unexpired leases that the Debtor will assume under the Plan. Assumption means that the Debtor has elected to continue to perform the obligations under such contracts and unexpired leases, and to cure defaults of the type that must be cured under the Code, if any. Exhibit 5.1 also lists how the Debtor will cure and compensate the other party to such contract or lease for any such defaults.

If you object to the assumption of your unexpired lease or executory contract, the proposed cure of any defaults, or the adequacy of assurance of performance, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan, unless the Court has set an earlier time.

All executory contracts and unexpired leases that are not listed in Exhibit 5.1 will be rejected under the Plan. Consult your adviser or attorney for more specific information about particular contracts or leases.

If you object to the rejection of your contract or lease, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan.

The Deadline for Filing a Proof of Claim Based on a Claim Arising from the Rejection of a Lease or Contract Is April 1, 2010. Any claim based on the rejection of a contract or lease will be barred if the proof of claim is not timely filed, unless the Court orders otherwise.

G. Tax Consequences of Plan

Creditors and Equity Interest Holders Concerned with How the Plan May Affect Their Tax Liability Should Consult with Their Own Accountants, Attorneys, And/Or Advisors.

The following are the anticipated tax consequences of the Plan: [List the following general consequences as a minimum: (1) Tax consequences to the Debtor of the Plan; (2) General tax consequences on creditors of any discharge, and the general tax consequences of receipt of plan consideration after confirmation.]

IV. CONFIRMATION REQUIREMENTS AND PROCEDURES

To be confirmable, the Plan must meet the requirements listed in §§ 1129(a) or (b) of the Code. These include the requirements that: the Plan must be proposed in good faith; at least one impaired class of claims must accept the plan, without counting votes of insiders; the Plan must distribute to each creditor and equity interest holder at least as much as the creditor or equity interest holder would receive in a chapter 7 liquidation case, unless the creditor or equity interest holder votes to accept the Plan; and the Plan must be feasible. These requirements are not the only requirements listed in § 1129, and they are not the only requirements for confirmation.

A. Who May Vote or Object

Any party in interest may object to the confirmation of the Plan if the party believes that the requirements for confirmation are not met.

Many parties in interest, however, are not entitled to vote to accept or reject the Plan. A creditor or equity interest holder has a right to vote for or against the Plan only if that creditor or equity interest holder has a claim or equity interest that is both (1) allowed or allowed for voting purposes and (2) impaired.

In this case, the Plan Proponent believes that classes 2 and 3 are impaired and that holders of claims in each of these classes are therefore entitled to vote to accept or reject the Plan.

1. *What Is an Allowed Claim or an Allowed Equity Interest?*

Only a creditor or equity interest holder with an allowed claim or an allowed equity interest has the right to vote on the Plan. Generally, a claim or equity interest is allowed if either (1) the Debtor has scheduled the claim on the Debtor's schedules, unless the claim has been scheduled as disputed, contingent, or unliquidated, or (2) the creditor has filed a proof of claim or equity interest, unless an objection has been filed to such proof of claim or equity interest. When a claim or equity interest is not allowed, the creditor or equity interest holder holding the claim or equity interest cannot vote unless the

Court, after notice and hearing, either overrules the objection or allows the claim or equity interest for voting purposes pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure.

The deadline for filing a proof of claim in this case was January 11, 2010.

2. *What Is an Impaired Claim or Impaired Equity Interest?*

As noted above, the holder of an allowed claim or equity interest has the right to vote only if it is in a class that is *impaired* under the Plan. As provided in § 1124 of the Code, a class is considered impaired if the Plan alters the legal, equitable, or contractual rights of the members of that class.

3. *Who is Not Entitled to Vote*

The holders of the following five types of claims and equity interests are *not* entitled to vote:

- holders of claims and equity interests that have been disallowed by an order of the Court;
- holders of other claims or equity interests that are not “allowed claims” or “allowed equity interests” (as discussed above), unless they have been “allowed” for voting purposes.
- holders of claims or equity interests in unimpaired classes;
- holders of claims entitled to priority pursuant to §§ 507(a)(2), (a)(3), and (a)(8) of the Code; and
- holders of claims or equity interests in classes that do not receive or retain any value under the Plan;
- administrative expenses.

Even If You Are Not Entitled to Vote on the Plan, You Have a Right to Object to the Confirmation of the Plan.

4. *Who Can Vote in More Than One Class*

A creditor whose claim has been allowed in part as a secured claim and in part as an unsecured claim, or who otherwise hold claims in multiple classes, is entitled to accept or reject a Plan in each capacity, and should cast one ballot for each claim.

B. Votes Necessary to Confirm the Plan

If impaired classes exist, the Court cannot confirm the Plan unless (1) at least one impaired class of creditors has accepted the Plan without counting the votes of any insiders within that class, and (2) all impaired classes have voted to accept the Plan, unless the Plan is eligible to be confirmed by Acram down@ on non-accepting classes, as discussed later in Section [B.2.].

1. *Votes Necessary for a Class to Accept the Plan*

A class of claims accepts the Plan if both of the following occur: (1) the holders of more than one-half (1/2) of the allowed claims in the class, who vote, cast their votes to accept the Plan, and (2) the holders of at least two-thirds (2/3) in dollar amount of the allowed claims in the class, who vote, cast their votes to accept the Plan.

A class of equity interests accepts the Plan if the holders of at least two-thirds (2/3) in amount of the allowed equity interests in the class, who vote, cast their votes to accept the Plan.

2. *Treatment of Nonaccepting Classes*

Even if one or more impaired classes reject the Plan, the Court may nonetheless confirm the Plan if the nonaccepting classes are treated in the manner prescribed by § 1129(b) of the Code. A plan that binds nonaccepting classes is commonly referred to as a cram down plan. The Code allows the Plan to bind nonaccepting classes of claims or equity interests if it meets all the requirements for consensual confirmation except the voting requirements of § 1129(a)(8) of the Code, does not discriminate unfairly, and is fair and equitable toward each impaired class that has not voted to accept the Plan.

You should consult your own attorney if a "cramdown" confirmation will affect your claim or equity interest, as the variations on this general rule are numerous and complex.

C. **Liquidation Analysis**

To confirm the Plan, the Court must find that all creditors and equity interest holders who do not accept the Plan will receive at least as much under the Plan as such claim and equity interest holders would receive in a chapter 7 liquidation. A liquidation analysis is attached to this Disclosure Statement as Exhibit E. In a liquidation, secured creditors would receive nothing.

D. **Feasibility**

The Court must find that confirmation of the Plan is not likely to be followed by the liquidation, or the need for further financial reorganization, of the Debtor or any successor to the Debtor, unless such liquidation or reorganization is proposed in the Plan.

1. *Ability to Initially Fund Plan*

The Plan Proponent believes that the Debtor will have enough cash on hand on the effective date of the Plan to pay all the claims and expenses that are entitled to be paid on that date. Tables showing the amount of cash on hand on the effective date of the Plan, and the sources of that cash are attached to this disclosure statement as Exhibit F.

2. *Ability to Make Future Plan Payments And Operate Without Further Reorganization*

The Plan Proponent must also show that it will have enough cash over the life of the Plan to make the required Plan payments.

The Plan Proponent has provided projected financial information. Those projections are listed in Exhibit G.

The Plan Proponent's financial projections show that the Debtor will have an aggregate annual average cash flow, after paying operating expenses and post-confirmation taxes, of \$____. The final Plan payment to unsecured creditors is expected to be paid on June 30, 2011.

[Summarize the numerical projections, and highlight any assumptions that are not in accord with past experience. Explain why such assumptions should now be made.]

You Should Consult with Your Accountant or other Financial Advisor If You Have Any Questions Pertaining to These Projections.

V. EFFECT OF CONFIRMATION OF PLAN

A. DISCHARGE OF DEBTOR

Discharge. On the effective date of the Plan, the Debtor shall be discharged from any debt that arose before confirmation of the Plan, subject to the occurrence of the effective date, to the extent specified in § 1141(d)(1)(A) of the Code. However, the Debtor shall not be discharged from any debt imposed by the Plan. After the effective date of the Plan your claims against the Debtor will be limited to the debts imposed by the Plan.

B. Modification of Plan

The Plan Proponent may modify the Plan at any time before confirmation of the Plan. However, the Court may require a new disclosure statement and/or revoting on the Plan.

[If the Debtor is not an individual, add the following: AThe Plan Proponent may also seek to modify the Plan at any time after confirmation only if (1) the Plan has not been substantially consummated *and* (2) the Court authorizes the proposed modifications after notice and a hearing.@]

[If the Debtor is an individual, add the following: AUpon request of the Debtor, the United States trustee, or the holder of an allowed unsecured claim, the Plan may be modified at any time after confirmation of the Plan but before the completion of payments under the Plan, to (1) increase or reduce the amount of payments under the Plan on claims of a particular class, (2) extend or reduce the time period for such payments, or (3) alter the amount of distribution to a creditor whose claim is provided for by the Plan to the extent necessary to take account of any payment of the claim made other than under the Plan.@]

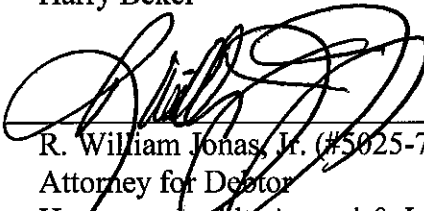
C. Final Decree

Once the estate has been fully administered, as provided in Rule 3022 of the Federal Rules of Bankruptcy Procedure, the Plan Proponent, or such other party as the Court shall designate in the Plan Confirmation Order, shall file a motion with the Court to obtain a final decree to close the case. Alternatively, the Court may enter such a final decree on its own motion.

New Schoonebeek Dairy, LLC

By: 

Harry Bekel


R. William Jonas, Jr. (#5025-71)

Attorney for Debtor
Hammerschmidt, Amaral & Jonas
137 N. Michigan St.
South Bend, IN 46601

EXHIBITS

Exhibit A - Copy of Proposed Plan of Reorganization

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
SOUTH BEND DIVISION

IN RE:)	
)	
NEW SCHOONEBEEK DAIRY, LLC,)	CASE NO. 09-34327-hcd
Debtor.)	Chapter 11

DEBTOR'S PLAN OF REORGANIZATION, DATED JUNE 23, 2010

ARTICLE I
SUMMARY

This Plan of Reorganization (the "Plan") under chapter 11 of the Bankruptcy Code (the "Code") proposes to pay creditors of New Schoonebeek Dairy, LLC (the "Debtor") from [specify sources of payment, such as an infusion of capital, loan proceeds, sale of assets, cash flow from operations, or future income].

This Plan provides for 1 classes of secured claims; 1 classes of unsecured claims; and 1 classes of equity security holders. Unsecured creditors holding allowed claims will receive distributions, which the proponent of this Plan has valued at approximately \$.10 cents on the dollar. This Plan also provides for the payment of administrative and priority claims.

All creditors and equity security holders should refer to Articles III through VI of this Plan for information regarding the precise treatment of their claim. A disclosure statement that provides more detailed information regarding this Plan and the rights of creditors and equity security holders has been circulated with this Plan. **Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one. (If you do not have an attorney, you may wish to consult one.)**

ARTICLE II
CLASSIFICATION OF CLAIMS AND INTERESTS

- | | | |
|------|-----------------|--|
| 2.01 | <u>Class 1.</u> | All allowed claims entitled to priority under § 507 of the Code (except administrative expense claims under § 507(a)(2), and priority tax claims under § 507(a)(8)). |
| 2.02 | <u>Class 2.</u> | The claim of <u>Rabo Agrifinance</u> , to the extent allowed as a secured claim under § 506 of the Code. |

2

2.03 Class 3. All unsecured claims allowed under § 502 of the Code.

2.04 Class 4 . Equity interests of the Debtor.

ARTICLE III
TREATMENT OF ADMINISTRATIVE EXPENSE CLAIMS,
U.S. TRUSTEES FEES, AND PRIORITY TAX CLAIMS

3.01 Unclassified Claims. Under section §1123(a)(1), administrative expense claims, and priority tax claims are not in classes.

3.02 Administrative Expense Claims. Each holder of an administrative expense claim allowed under § 503 of the Code will be paid in full on the effective date of this Plan (as defined in Article VII), in cash, or upon such other terms as may be agreed upon by the holder of the claim and the Debtor.

3.03 Priority Tax Claims. Each holder of a priority tax claim will be paid in full on the effective date of the plan.

3.04 United States Trustee Fees. All fees required to be paid by 28 U.S.C. §1930(a)(6) (U.S. Trustee Fees) will accrue and be timely paid until the case is closed, dismissed, or converted to another chapter of the Code. Any U.S. Trustee Fees owed on or before the effective date of this Plan will be paid on the effective date.

ARTICLE IV
TREATMENT OF CLAIMS AND INTERESTS UNDER THE PLAN

4.01 Claims and interests shall be treated as follows under this Plan:

Class	Impairment	Treatment
Class 1 - Priority Claims	Unimpaired	Class 1 is unimpaired by this Plan, and each holder of a Class 1 Priority Claim will be paid in full, in cash, upon the later of the effective date of this Plan as defined in Article VII, or the date on which such claim is allowed by a final non-appealable order.
Class 2 – Secured Claim of Rabo Agrifinance, Inc.	Impaired	<p>Rabo Agrifinance, Inc. made two loans in the debtor. The loans are referred to by the bank and the debtor as the “herd loan” including interest at the default rate was \$2,650,502.97. The amount due on the “feed loan, including interest at the default rate, was \$652,398.05. At the date of filing, the bank had expended \$2,675.08 in legal fees and expenses.</p> <p>The bank’s total claim of \$3,305,576.10 was secured by collateral with a value of \$3,369,096.00, making it a fully secured creditor.</p> <p>Under the cash collateral orders and adequate protection agreements that have been in place since the filing of this case, New Schoonebeek Dairy has paid to Rabo Agrifinance, as of June 15, 2010, funds sufficient to reduce the remaining balance to \$2,675,352.14 to be dealt with through this plan of reorganization. Further reduction will take place as a result of additional payments while confirmation of this plan is pending.</p> <p>The Debtor proposes to consolidate the remaining debt on both loans and the remaining debt would be secured by the same pre-petition collateral, plus post-petition acquisition of property of the same type and description. The balance would be paid by the debtor, with interest at 4.25% per annum, over 240 months. For cash flow purposes, the Debtor projects that monthly payments would not exceed \$16,850.00.</p>

Class 3 - General Unsecured Creditors	Impaired	General unsecured creditors will be paid, through issuance of promissory notes from the debtor due on or before June 30, 2011, a sum equal to 10% of their allowed claims.
Class 4 - Equity Security Holders of the Debtor	Impaired	Harry Bekel is the owner of 100% of the outstanding interest in New Schoonebeek Dairy, LLC. Bekel will be paid his salary of \$60,000 per year as approved by this court. Harry Bekel will retain his interest in New Schoonebeek Dairy, LLC and will not receive any distribution in excess of his salary for the year 2010. After unsecured creditors have been paid, Bekel will have full ownership of New Schoonebeek Dairy, LLC and authority over its operations.

ARTICLE V

ALLOWANCE AND DISALLOWANCE OF CLAIMS

5.01 Disputed Claim. A disputed claim is a claim that has not been allowed or disallowed by a final non-appealable order, and as to which either: (i) a proof of claim has been filed or deemed filed, and the Debtor or another party in interest has filed an objection; or (ii) no proof of claim has been filed, and the Debtor has scheduled such claim as disputed, contingent, or unliquidated.

5.02 Delay of Distribution on a Disputed Claim. No distribution will be made on account of a disputed claim unless such claim is allowed by a final non-appealable order.

5.03 Settlement of Disputed Claims. The Debtor will have the power and authority to settle and compromise a disputed claim with court approval and compliance with Rule 9019 of the Federal Rules of Bankruptcy Procedure.

ARTICLE VI

PROVISIONS FOR EXECUTORY CONTRACTS AND UNEXPIRED LEASES

6.01 Assumed Executory Contracts and Unexpired Leases.

(a) The Debtor REJECTS the following executory contracts and/or unexpired leases effective upon the effective date of this Plan as provided in Article VII:

Lease with Bekel Leasing, except to the extent modified by agreement between the parties.

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(b) The Debtor will be conclusively deemed to have assumed all executor contracts and/or unexpired leases not expressly rejected under Section 6.01(a) above, or before the effective date of this Plan.

Any proof of claim arising from the rejection of an executory contract or unexpired lease under this section must be filed no later than 30 days after the effective date of this Plan.

ARTICLE VII

MEANS FOR IMPLEMENTATION OF THE PLAN

The Debtor will fund plan payments through dairy operations. The Debtor will continue to be owned, managed and operated by Harry Bekel. Mr. Bekel will maintain the herd level at approximately 1700 and will continue his agreement with a key employee, herdsman Amir Ben-Yehoshua.

Bekel will continue to be paid his court-approved salary of \$60,000 per year until all payments to unsecured creditors required by this plan have been completed. Thereafter, Bekel will be re-vested with full ownership and authority of New Schoonebeek Dairy, LLC.

ARTICLE VIII

GENERAL PROVISIONS

8.01 Definitions and Rules of Construction. The definitions and rules of construction set forth in §§ 101 and 102 of the Code shall apply when terms defined or construed in the Code are used in this Plan, and they are supplemented by the following definitions:

Debtor means "New Schoonebeek Dairy, LLC."
Petition Date means September 8, 2009.

8.02 Effective Date of Plan. The effective date of this Plan is the eleventh business day following the date of the entry of the order of confirmation. But if a stay of the confirmation order is in effect on that date, the effective date will be the first business day after that date on which no stay of the confirmation order is in effect, provided that the confirmation order has not been vacated.

8.03 Severability. If any provision in this Plan is determined to be unenforceable, the determination will in no way limit or affect the enforceability and operative effect of any other provision of this Plan.

8.04 Binding Effect. The rights and obligations of any entity named or referred to in this Plan will be binding upon, and will inure to the benefit of the successors or assigns of such entity.

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8.05 Captions. The headings contained in this Plan are for convenience of reference only and do not affect the meaning or interpretation of this Plan.

8.06 Controlling Effect. Unless a rule of law or procedure is supplied by federal law (including the Code or the Federal Rules of Bankruptcy Procedure), the laws of the State of Indiana govern this Plan and any agreements, documents, and instruments executed in connection with this Plan, except as otherwise provided in this Plan.

ARTICLE IX
DISCHARGE

9.01. Discharge. On the confirmation date of this Plan, the debtor will be discharged from any debt that arose before confirmation of this Plan, subject to the occurrence of the effective date, to the extent specified in § 1141(d)(1)(A) of the Code, except that the Debtor will not be discharged of any debt: (i) imposed by this Plan; (ii) of a kind specified in § 1141(d)(6)(A) if a timely complaint was filed in accordance with Rule 4007(c) of the Federal Rules of Bankruptcy Procedure; or (iii) of a kind specified in § 1141(d)(6)(B).

Respectfully submitted,

New Schoonebeek Dairy, LLC

By: 

Harry Bekel



R. William Jonas, Jr. (#5025-71)

Attorney for Debtor

Hammerschmidt, Amaral & Jonas

137 N. Michigan St.

South Bend, IN 46601

Exhibit B - Identity and Value of Material Assets of Debtor

1. Vehicles: Chevy Truck	\$500.00
2. Office Equipment: 4 Computers; Fax/printer; TV; Cameras; Table lockers; 2 Closets; 2 Chairs	\$4,500.00
3. Machinery & Equipment	\$600,000.00
4. Inventory: Cornsilage, Haylage	\$616,696.00
5. Animals: 1684 Dairy Cows	\$1,852,400.00

Exhibit C - Prepetition Financial Statements
(to be taken from those filed with the court)

NEW SCHOONEBEEK DAIRY, LLC

**FINANCIAL INFORMATION
JUNE 30, 2009 AND 2008**

**NEW SCHOONEBEEK DAIRY, LLC
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Partners: Jeffrey P. Bushey, CPA Donald C. Faupel, CPA
 Consultant: Allan W. Nietzke, CPA
 Principals: Eugene R. Gascho, COO
 Brian V. Hazard, CPA JoAnn E. Laskie, CPA

Members of: Michigan Association of Certified Public Accountants • American Institute of Certified Public Accountants

CPA's You Can Count On

New Schoonebeek Dairy, LLC
 La Fontaine, IN 46940

We have compiled the accompanying balance sheets of New Schoonebeek Dairy, LLC (a limited liability company) as of June 30, 2009 and 2008 and the related statements of income for the three and six months then ended and changes in member's equity for the six months then ended, and the accompanying supplementary information contained on pages 6 to 10, which is presented only for supplementary analysis purposes, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting, in the form of financial statements and supplementary schedules, information that is the representation of the Member. We have not audited or reviewed the accompanying financial statements or supplementary information and, accordingly, do not express an opinion or any other form of assurance on them. However, we did become aware of a departure from generally accepted accounting principles that is described in the following paragraph.

Generally accepted accounting principles require that dairy livestock be valued at cost less accumulated depreciation. The Member has informed us that the Company has elected not to depreciate the dairy livestock and to value them at cost. The effects of this departure from generally accepted accounting principles on financial position, results of operations and cash flows have not been determined.

The Member has elected to omit substantially all of the disclosures and the statements of cash flows required by generally accepted accounting principles. If the omitted disclosures and statements of cash flows were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and its cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.

Certain errors resulting in an overstatement of net income in the amount of \$196,536, an overstatement of dairy livestock in the amount of \$91,536 and an understatement of accrued expenses of \$105,000 as of March 31, 2009 was discovered subsequent to the issuance of our report dated May 12, 2009.

An error resulting in an overstatement of previously reported member's equity and an understatement of accrued expenses in the amount of \$50,000 as of December 31, 2008 was discovered subsequent to the issuance of our report dated February 3, 2009. Accordingly, the accompanying financial statements have been adjusted to reflect the correction of the errors.

Jeffrey P. Bushey
 NIETZKE & FAUPEL, P.C.
 PIGEON, MICHIGAN

August 3, 2009

Circular 230 Disclosure: To the extent the above contains an opinion on one or more federal tax issues, such opinion was not written to be used and cannot be used for the purpose of avoiding penalties.

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NEW SCHOONEBEEK DAIRY, LLC**BALANCE SHEETS**

	<u>JUNE 30,</u>	
	<u>2009</u>	<u>2008</u>
<u>ASSETS</u>		
CURRENT ASSETS:		
Cash		\$ 17,078
Commodity receivables	\$ 117,137	238,153
Other receivables	36,463	66,491
Inventory	634,588	518,579
Prepaid expenses	15,000	78,000
TOTAL CURRENT ASSETS	803,188	918,301
PROPERTY AND EQUIPMENT - AT COST:		
Buildings	13,495	13,495
Land improvements	160,843	160,843
Machinery and equipment	1,110,872	1,086,272
Dairy livestock	3,396,422	3,776,640
TOTAL PROPERTY AND EQUIPMENT - AT COST	4,681,632	5,037,250
Less: Accumulated depreciation	(517,779)	(303,261)
TOTAL PROPERTY AND EQUIPMENT - AT COST	4,163,853	4,733,989
OTHER ASSETS:		
Investments in cooperatives - net of reserve	172,929	130,692
Loan fees - net of amortization	10,307	44,988
Organization fees - net of amortization		548
TOTAL OTHER ASSETS	183,236	176,228
TOTAL ASSETS	\$ 5,150,277	\$ 5,828,518

(Continued)

NEW SCHOONEBEEK DAIRY, LLC**BALANCE SHEETS**

	<u>JUNE 30,</u>	
	<u>2009</u>	<u>2008</u>
<u>LIABILITIES AND MEMBER'S EQUITY (DEFICIT)</u>		
CURRENT LIABILITIES:		
Bank float	\$ 19,793	
Accounts payable	492,917	\$ 495,698
Forage payable	727,910	143,908
Accrued interest	8,870	66,438
Accrued expenses	588,000	18,000
Accrued payroll taxes and wages	32,236	31,799
Notes payable - Rabo AgriFinance	3,069,981	2,806,255
TOTAL CURRENT LIABILITIES	4,939,707	3,562,098
SUBORDINATED DEBT	554,478	458,755
TOTAL LIABILITIES	5,494,185	4,020,853
DEFERRED REVENUE	206,058	314,058
MEMBER'S EQUITY (DEFICIT)	(549,966)	1,493,607
TOTAL LIABILITIES AND MEMBER'S EQUITY (DEFICIT)	\$ 5,150,277	\$ 5,828,518

See Accountant's Compilation Report.

NEW SCHOONEBEEK DAIRY, LLC**STATEMENTS OF INCOME**

	FOR THE THREE MONTHS		FOR THE SIX MONTHS	
	<u>ENDED JUNE 30,</u>		<u>ENDED JUNE 30,</u>	
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
REVENUE FROM OPERATIONS:				
Milk	\$ 1,396,582	\$ 2,270,461	\$ 2,849,053	\$ 4,640,845
Livestock revenue	4,665	10,800	9,015	17,493
Cull cow revenue	29,513	47,036	95,193	132,519
Other income	167,321	129,528	273,252	277,821
TOTAL REVENUE FROM OPERATIONS	<u>1,598,081</u>	<u>2,457,825</u>	<u>3,226,513</u>	<u>5,068,678</u>
OPERATING COSTS AND EXPENSES:				
Amortization	2,500	11,000	13,500	22,000
Animal health	130,697	118,107	275,665	245,876
Bank charges	2,576	4,228	4,938	4,623
Bedding	28,358	24,915	48,168	47,994
Breeding	11,563	11,552	33,903	30,312
Cull cow expense	351,949	266,862	648,011	578,854
Custom hire	52,772	207,212	109,892	350,325
Depreciation	52,000	40,000	104,000	80,000
Feed	939,914	1,127,774	2,000,150	2,145,439
Fuel	40,013	38,884	78,038	75,455
Hauling and trucking	27,234	36,184	53,308	74,923
Insurance	9,917	13,652	23,782	22,872
Interest	37,639	45,792	71,950	100,391
Wages, contract labor, benefits and taxes	184,783	209,757	417,624	403,077
Marketing	32,671	34,353	64,496	68,673
Miscellaneous	1,524	3,124	2,091	8,420
Professional fees	7,121	9,550	11,897	18,001
Repairs and maintenance	38,309	77,965	69,540	130,120
Rent	231,714	240,906	471,954	480,810
Supplies	23,503	51,224	51,526	85,520
Taxes	7,076	9,000	14,540	20,963
Utilities	34,086	19,051	60,785	37,028
TOTAL OPERATING COSTS AND EXPENSES	<u>2,247,919</u>	<u>2,601,092</u>	<u>4,629,758</u>	<u>5,031,676</u>
INCOME (LOSS) FROM OPERATIONS	(649,838)	(143,267)	(1,403,245)	37,002
OTHER INCOME:				
Gain on sale - leaseback	27,000	27,000	54,000	54,000
NET INCOME (LOSS)	<u>\$ (622,838)</u>	<u>\$ (116,267)</u>	<u>\$ (1,349,245)</u>	<u>\$ 91,002</u>

NEW SCHOONEBEEK DAIRY, LLC
STATEMENTS OF CHANGES IN MEMBER'S EQUITY (DEFICIT)

	FOR THE SIX MONTHS ENDED JUNE 30,	
	<u>2009</u>	<u>2008</u>
MEMBER'S EQUITY, JANUARY 1,	\$ 889,564	\$ 1,485,632
Prior period adjustment	(50,000)	
MEMBER'S EQUITY, JANUARY 1, AS RESTATED	<u>839,564</u>	
Net income (loss)	(1,349,245)	91,002
Member's withdrawals	(40,285)	(83,027)
MEMBER'S EQUITY (DEFICIT), JUNE 30,	<u>\$ (549,966)</u>	<u>\$ 1,493,607</u>

SUPPLEMENTARY INFORMATION

NEW SCHOONEBEEK DAIRY, LLC
SCHEDULE OF FEED INVENTORY
FOR THE QUARTER ENDED JUNE 30, 2009

	<u>Balance at</u> <u>3/31/2009</u>	<u>Feed</u> <u>Delivered</u>	<u>Feed</u> <u>Used</u>	<u>Shrink</u>	<u>Balance at</u> <u>6/30/2009</u>
Haylage 3rd cutting 2008					
Tons	541	-	492	49	-
Amount/ton	\$ 52.77	\$ -	\$ 52.77	\$ 52.77	\$ -
Total Dollars	\$ 28,549	\$ -	\$ 25,963	\$ 2,586	\$ -
Haylage 4th cutting 2008					
Tons	780	-	709	71	-
Amount/ton	\$ 51.16	\$ -	\$ 51.16	\$ 51.16	\$ -
Total Dollars	\$ 39,901	\$ -	\$ 36,269	\$ 3,632	\$ -
Haylage 5th cutting 2008					
Tons	989	-	313	31	645
Amount/ton	\$ 44.85	\$ -	\$ 44.85	\$ 44.85	\$ 44.85
Total Dollars	\$ 44,354	\$ -	\$ 14,037	\$ 1,390	\$ 28,927
Straw 2008					
Tons	85	-	85	-	-
Amount/ton	\$ 116.13	\$ -	\$ 116.13	\$ -	\$ -
Total Dollars	\$ 9,871	\$ -	\$ 9,871	\$ -	\$ -
Corn Silage 2008					
Tons	16,009	-	5,074	507	10,428
Amount/ton	\$ 44.32	\$ -	\$ 44.32	\$ 44.32	\$ 44.32
Total Dollars	\$ 709,520	\$ -	\$ 224,880	\$ 22,470	\$ 462,170
Haylage 1st cutting 2009					
Tons	-	1,757	-	-	1,757
Amount/ton	\$ -	\$ 41.20	\$ -	\$ -	\$ 41.20
Total Dollars	\$ -	\$ 72,380	\$ -	\$ -	\$ 72,380
Haylage 2nd cutting 2009					
Tons	-	1,726	-	-	1,726
Amount/ton	\$ -	\$ 41.20	\$ -	\$ -	\$ 41.20
Total Dollars	\$ -	\$ 71,111	\$ -	\$ -	\$ 71,111
Totals	\$ 832,195	\$ 143,491	\$ 311,020	\$ 30,078	\$ 634,588

Summary of Forages Used:

	<u>Used</u>	<u>Shrink</u>	<u>Total</u>
Corn Silage	\$ 224,880	\$ 22,470	\$ 247,350
Haylage	76,269	7,608	83,877
Staw	9,871		9,871
	<u>\$ 311,020</u>	<u>\$ 30,078</u>	<u>\$ 341,098</u>

NEW SCHOONEBEEK DAIRY, LLC
SCHEDULE OF DAIRY LIVESTOCK
FOR THE QUARTERS AND TWO QUARTERS ENDED JUNE 30, 2009

	Beginning	Purchases	Sub	Sales	Died	Total Cull	Ending
1st Quarter (As restated)	Balance		Total			Cows	Balance
Number of Cows	1,971	87	2,058	(101)	(54)	(155)	1,903
Average Cost	\$ 1,923	\$ 1,550	\$ 1,907	\$ 1,910	\$ 1,910	\$ 1,910	\$ 1,907
Dollar Amount	\$ 3,790,233	\$ 134,850	\$ 3,925,083	\$ (192,910)	\$ (103,152)	\$ (296,062)	\$ 3,629,021
2nd Quarter							
Number of Cows	1,903	77	1,980	(125)	(57)	(182)	1,798
Average Cost	\$ 1,907	\$ 1,550	\$ 1,893	\$ 1,934	\$ 1,934	\$ 1,934	\$ 1,889
Dollar Amount	\$ 3,629,021	\$ 119,350	\$ 3,748,371	\$ (241,750)	\$ (110,199)	\$ (351,949)	\$ 3,396,422
Year to Date							
Number of Cows	1,971	164	2,135	(226)	(111)	(337)	1,798
Average Cost	\$ 1,923	\$ 1,550	\$ 1,894	\$ 1,923	\$ 1,923	\$ 1,923	\$ 1,889
Dollar Amount	\$ 3,790,233	\$ 254,200	\$ 4,044,433	\$ (434,660)	\$ (213,351)	\$ (648,011)	\$ 3,396,422

See Accountant's Compilation Report.

NEW SCHOONEBEEK DAIRY, LLC
SCHEDULE OF FEED EXPENSE
FOR THE QUARTER AND THE TWO QUARTERS ENDED JUNE 30, 2009
FOR THE

	<u>3/31/2009</u>	<u>6/30/2009</u>	<u>YEAR TO</u> <u>DATE</u>
<u>Forages Used:</u>			
Corn Silage	\$ 244,159	\$ 247,350	\$ 491,509
Haylage	101,534	83,877	185,411
Staw	34,610	9,871	44,481
Alfalfa Hay	30,000	-	30,000
Total Forages Used	<u>410,303</u>	<u>341,098</u>	<u>751,401</u>
<u>Other Feed Purchased:</u>			
Belstra Milling Corp.	213,000	256,000	469,000
Cargill Inc.	42,979	52,572	95,551
Land O'Lakes Purina Feed, LLC	31,650	27,320	58,970
North Central Co-op	258,000	258,007	516,007
Flach Farms	28,735	37,176	65,911
R & S Farms	15,569	6,714	22,283
Cumberland Valley	-	354	354
Zeeland Farm Services	-	35,673	35,673
Total Other Feed Purchased	<u>589,933</u>	<u>673,816</u>	<u>1,263,749</u>
Total Feed Before Adjustments	<u>1,000,236</u>	<u>1,014,914</u>	<u>2,015,150</u>
<u>Adjustments:</u>			
Accrued Feed	60,000	(60,000)	-
Prepaid Feed	-	(15,000)	(15,000)
Total Feed Expense	<u>\$ 1,060,236</u>	<u>\$ 939,914</u>	<u>\$ 2,000,150</u>
<u>Per Cow Info:</u>			
Average Dairy Cows on the Farm	2,036	1,950	1,993
Days in Quarter	90	91	181
Estimated Feed Per Cow Per Day	\$ 5.79	\$ 5.30	\$ 5.54

NEW SCHOONEBEEK DAIRY, LLC
SCHEDULE OF INCOME AND EXPENSES
PER CWT OF MILK PRODUCED AND PER COW PER DAY

	NEW SCHOONEBEEK DAIRY, LLC For the three months ended March 31, 2009 (As restated)				NEW SCHOONEBEEK DAIRY, LLC For the three months ended June 30, 2009				NEW SCHOONEBEEK DAIRY, LLC For the six months ended June 30, 2009				NIETZKE & FAUPEL, PC Dairy Averages - three months ended March 31, 2009			
Quantity of Milk in CWT	106,084				108,902				214,986				102,018			
Average Number of Cows Milked Per Day	1,571				1,612				1,592				1,591			
Pounds of Milk Per Cow Per Day	75				74				75				71			
Number of Cull Cows	155				182				337				193			
Annualized Herd Turnover Rate	30.87%				37.44%				34.10%				40.58%			
Average Cows on Farm for the Period	2,036				1,950				1,983				1,929			
Number of Days in Period	90				91				181				90			
Break-even Milk Price	\$ 20.78				\$ 18.79				\$ 19.76				\$ 18.38			
Break-even Milk Production Per Cow Per Day	114				109				111				97			

REVENUE FROM OPERATIONS:															
Milk	\$ 1,452,471	\$ 13.69	\$ 7.93	\$ 1,396,582	\$ 12.82	\$ 7.87	\$ 2,849,053	\$ 13.25	\$ 7.90	\$ 1,373,757	\$ 13.47	\$ 7.97			
Livestock Revenue	4,350	0.04	0.02	4,665	0.04	0.03	9,015	0.04	0.02	32,777	0.32	0.16			
Cull Cow Revenue	65,680	0.62	0.36	29,513	0.27	0.17	95,193	0.44	0.26	79,449	0.78	0.46			
Other Income	105,931	1.00	0.58	167,321	1.54	0.94	273,252	1.27	0.76	21,493	0.21	0.12			
TOTAL REVENUE FROM OPERATIONS	1,628,432	15.35	8.89	1,598,081	14.67	9.01	3,226,513	15.00	8.94	1,507,476	14.78	8.66			

	NEW SCHOONEBEEK DAIRY, LLC For the three months ended March 31, 2009 (As restated)				NEW SCHOONEBEEK DAIRY, LLC For the three months ended June 30, 2009				NEW SCHOONEBEEK DAIRY, LLC For the six months ended June 30, 2009				NIETZKE & FAUPEL, PC Dairy Averages - three months ended March 31, 2009			
OPERATING COSTS AND EXPENSES:																
Amortization Expense	11,000	0.10	0.06	2,500	0.02	0.01	13,500	0.06	0.04	2,972	0.03	0.02				
Animal Health	144,968	1.37	0.79	130,697	1.20	0.74	275,665	1.28	0.76	59,389	0.58	0.34				
Bank Charges	2,362	0.02	0.01	2,576	0.02	0.01	4,938	0.02	0.01	1,383	0.01	0.01				
Bedding	19,810	0.19	0.11	28,358	0.26	0.16	48,168	0.22	0.13	18,265	0.18	0.11				
Breeding Expense	22,340	0.21	0.12	11,563	0.11	0.07	33,903	0.16	0.09	14,803	0.15	0.09				
Cull Cow Expense	296,062	2.79	1.62	351,949	3.23	1.98	648,011	3.01	1.80	365,838	3.59	2.11				
Custom Hire, Manure Hauling & Other	57,120	0.54	0.31	52,772	0.48	0.30	109,892	0.51	0.30	38,014	0.37	0.22				
Depreciation	52,000	0.49	0.28	52,000	0.48	0.29	104,000	0.48	0.29	117,459	1.15	0.68				
Feed Expense	1,060,236	9.99	5.79	939,914	8.63	5.30	2,000,150	9.30	5.54	842,561	8.26	4.85				
Fuel	38,025	0.36	0.21	40,013	0.37	0.23	78,038	0.36	0.22	26,750	0.26	0.15				
Hauling - Milk	26,074	0.25	0.14	27,234	0.25	0.15	53,308	0.25	0.15	39,246	0.38	0.23				
Insurance	13,865	0.13	0.08	9,917	0.09	0.06	23,782	0.11	0.07	11,759	0.12	0.07				
Interest Expense	34,311	0.32	0.19	37,639	0.35	0.21	71,950	0.33	0.20	82,435	0.81	0.47				
Wages, Contract Labor, Benefits & Taxes	232,841	2.19	1.27	184,783	1.70	1.04	417,624	1.94	1.16	172,355	1.69	0.99				
Marketing	31,825	0.30	0.17	32,671	0.30	0.18	64,486	0.30	0.18	27,554	0.27	0.16				
Miscellaneous	567	0.01	-	1,524	0.01	0.01	2,081	0.01	0.01	2,717	0.03	0.02				
Professional Fees	4,776	0.05	0.03	7,121	0.07	0.04	11,897	0.06	0.03	11,716	0.11	0.07				
Repairs & Maintenance	31,231	0.29	0.17	38,309	0.35	0.22	69,540	0.32	0.19	36,799	0.36	0.21				
Rent & Lease Expense	240,240	2.26	1.31	231,714	2.13	1.31	471,954	2.20	1.31	52,792	0.52	0.30				
Supplies	28,023	0.26	0.15	23,503	0.22	0.13	51,526	0.24	0.14	51,208	0.50	0.29				
Taxes - Property & License Fees	7,464	0.07	0.04	7,076	0.06	0.04	14,540	0.07	0.04	7,205	0.07	0.04				
Utilities	26,699	0.25	0.15	34,086	0.31	0.19	60,785	0.28	0.17	25,988	0.25	0.15				
TOTAL OPERATING COSTS AND EXPENSES	2,381,839	22.44	13.00	2,247,919	20.64	12.67	4,629,758	21.51	12.83	2,009,208	19.69	11.58				
(LOSS) FROM OPERATIONS	\$ (753,407)	\$ (7.09)	\$ (4.11)	\$ (649,838)	\$ (5.97)	\$ (3.66)	\$ (1,403,245)	\$ (6.51)	\$ (3.89)	\$ (501,732)	\$ (4.91)	\$ (2.90)				

See Accountant's Compilation Report.

Exhibit D - [Most Recently Filed Postpetition Operating Report][Summary of Postpetition Operating Reports]

	Dec-09	Jan-10	Feb-10	Mar-10	Apr-10	May-10
Income:						
Milk	\$568,927.00	\$514,203.00	\$504,876.00	\$517,197.00	\$528,874.00	
Livestock revenue	\$1,920.00	\$0.00	\$0.00	\$4,065.00	\$9,825.00	
Cull cow revenue	\$13,028.00	\$19,915.00	\$9,693.00	\$12,664.00	\$14,569.00	
Gain on sale - Leaseback		\$9,000.00	\$9,000.00	\$0.00	\$0.00	
Other income	\$113,838.00	\$28,000.00	\$29,430.00	\$29,300.00	\$29,312.00	
Total Income	\$697,713.00	\$571,118.00	\$552,999.00	\$563,226.00	\$582,580.00	\$649,319.00
Expenses:						
Amortization expense	\$851.00	\$500.00	\$500.00	\$500.00	\$500.00	\$0.00
Animal health	\$51,292.00	\$45,485.00	\$33,629.00	\$49,288.00	\$46,834.00	\$51,238.00
Bank charges	\$192.00	\$1,631.00	\$1,474.00	\$1,538.00	\$711.00	\$1,303.00
Bedding	\$7,377.00	\$6,378.00	\$5,644.00	\$7,329.00	\$3,549.00	\$8,067.00
Breeding	\$3,720.00	\$4,900.00	\$5,000.00	\$4,100.00	\$6,520.00	\$4,184.00
Cull cow expense	\$0.00	\$52,651.00	\$44,936.00	\$0.00	\$0.00	\$0.00
Custom hire, manure hauling & other	\$46,578.00	\$5,935.00	\$13,373.00	\$3,924.00	\$0.00	\$0.00
Depreciation	\$169,142.00	\$18,000.00	\$18,000.00	\$105,000.00	\$105,000.00	\$105,500.00
Feed	\$247,052.00	\$290,536.00	\$262,093.00	\$286,127.00	\$249,234.00	\$238,101.00
Fuel	\$12,794.00	\$15,005.00	\$19,685.00	\$11,907.00	\$12,196.00	\$12,017.00
Hauling and trucking	\$8,628.00	\$8,227.00	\$7,692.00	\$7,692.00	\$8,698.00	\$8,782.00
Insurance	\$9,033.00	\$0.00	\$0.00	\$2,446.00	\$14,384.00	\$2,941.00
Interest	\$11,815.00	\$15,378.00	\$13,726.00	\$10,323.00	\$10,915.00	\$11,148.00
Legal/Accounting Expenses	\$0.00	\$6,500.00	\$0.00	\$0.00	\$6,500.00	\$8,435.00
Wages, contract labor, benefits & taxes	\$69,651.00	\$73,292.00	\$65,513.00	\$63,341.00	\$76,937.00	\$64,772.00
Marketing	\$12,996.00	\$9,154.00	\$8,626.00	\$11,501.00	\$12,852.00	\$12,728.00
Miscellaneous	\$754.00	\$25.00	\$157.00	\$233.00	\$60.00	\$285.00
Professional fees	\$4,045.00	\$1,750.00	\$1,695.00	\$5,547.00	\$2,750.00	\$807.00
Repairs and maintenance	\$19,482.00	\$19,068.00	\$8,725.00	\$6,626.00	\$11,999.00	\$11,237.00
Rent	\$40,000.00	\$51,014.00	\$50,526.00	\$56,157.00	\$40,991.00	\$42,672.00
Supplies	\$6,416.00	\$5,686.00	\$7,551.00	\$7,250.00	\$5,393.00	\$7,534.00
Taxes	\$0.00	\$0.00	\$0.00	\$665.00	\$0.00	\$11,424.00
Utilities	\$11,674.00	\$5,793.00	\$7,279.00	\$6,885.00	\$537.00	\$18,179.00
Total Expenses	\$733,492.00	\$636,908.00	\$575,824.00	\$648,379.00	\$616,560.00	\$621,354.00



U.S. Department of Justice

United States Trustee, Region 10
Central & Southern Districts of Illinois
Northern & Southern Districts of Indiana

553 One Michigan Square Bldg.
100 East Wayne Street
South Bend, Indiana 46601

574/236-8105
FAX 574/236-8163

Office of the United States Trustee - Region 10
South Bend, Indiana

Monthly Report
for
Debtors-in-Possession and Chapter 11 Trustees

Each month all Chapter 11 debtors must file two copies of this report with the Bankruptcy Clerk. The report must be filed with the attached reports identified below, ready for distribution to the U.S. Trustee no later than the 15th day of the month following the end of the calendar month covered by this report.

Debtor Name: New Schonebeck Dairy LLC For the month ended: May 2010

Case Number: 09-34327 Date Bankruptcy filed: Sept 8 2009

Required Documents:	Attached	Previously Submitted
1. Monthly Income Statement (P&L)	<u>X</u>	
2. Monthly Cash Flow Report (CF; 3 pages)	<u>X</u>	
3. Statement of Operations	<u>X</u>	
4. Other reports/documents as required by the U.S. Trustee	<u>X</u>	

The undersigned certifies under penalty of perjury that the information contained in this and accompanying reports is complete, true and correct to the best of my knowledge, information, and belief.

By HARRY BEHEL Dated: 6/16/2010

Owner (Title) Debtor's telephone number 260-571-3940

Reports prepared by: Laura / Harry Behel Accountant / Owner
(Name) (Title)



***United States Trustee, Region 10
Central & Southern Districts of Illinois
Northern & Southern Districts of Indiana***

574/236-8105
FAX 574/236-8163

Statement of Operations

for the Month ended Oct 09

Debtor Name: New Schoenebach Dairy, LLC. for the Month ended Oct 09

Case Number: 09-34327

1. What efforts have been made toward the presentation of a plan to creditors?
make updated budget with Plan is ready to present.

2. **Has the Debtor in possession made any payments on the pre-petition unsecured debt since the filing of the bankruptcy?**

NO

YES; If yes, then identify to whom the payment was made, the date paid, and the amount(s).

3. Provide a brief narrative covering any significant events which occurred this past month.

4. List the face value of accounts receivable as of the date that the bankruptcy was filed: \$
What amount of these receivables is considered uncollectible? \$

5. If assets have been sold this month in other than the ordinary course of business, provide the following information:

- a. assets(s) sold _____
- b. date of sale _____
- c. sales price _____
- d. net amount received _____

6. List payments made to principals, executives, or insiders (this includes draws or cash withdrawals by individuals or partners, dividends, lease payments on property owned by insider, loans, gross salaries, etc.)

<u>Payee Name</u>	<u>Position</u>	<u>Amount</u>	<u>Explanation</u>

7. Schedule of insurance coverage.

<u>Type of Policy</u>	<u>Expiration Date</u>
Same from last month.	Same

Has any insurance coverage either been reduced or allowed to lapse during this month? If so, explain what changes have taken place.

No.

If any insurance coverage will expire within 60 days from this report, explain what steps are being taken to renew existing policies or to acquire new insurance coverage. Provide the United States Trustee with a new certificate.

8. Schedule of changes in personnel.

	<u>Full Time</u>	<u>Part Time</u>
a. Total number of employees at beginning of this period.	<u>20</u>	<u>2</u>
b. Number hired during this period.	<u>42</u>	<u>1</u>
c. Number <u>terminated</u> or resigned.	<u>42</u>	<u>1</u>
d. Total number of employees on payroll at the end of this period.	<u>20</u>	<u>2</u>

Oprept REV. September 3, 1992

Page 2 of 2

OFFICE OF THE U.S. TRUSTEE - REGION 10

MONTHLY CASH FLOW REPORT

for the month ended May 31, 2010STATUS OF TAXES

	BEGINNING TAX LIABILITY	AMOUNT WITHHELD OR ACCURED	AMOUNT PAID	ENDING TAX LIABILITY
FEDERAL				
**Withholding	136.00	134.00	166.00	104.00
**FICA-employee	1567.80	3299.21	3151.90	1715.11
**FICA-employer	1567.90	3299.21	3151.90	1715.11
unemployment				
income				
other - list				
a. Subtotal	3271.72	6732.42	1269.92	3534.22

STATE AND LOCAL

withholding	1006.20	2561.78	2328.37	6239.61
sales				
excise				
unemployment				
other				
real property				
personal property				
other - list				
b. Subtotal	1006.20	2561.78	2328.37	6239.61
TOTAL TAXES PAID - from a. & b. above			8790	

(this sum is to be listed on page 1, as tax payments)

Explain the reason for any past due post-petition taxes:

*the beginning tax liability should represent the liability from the prior month or, if this is the first operating report, this should be zero

**Attach photocopies of IRS Form 6123 of your FTD coupon and payment receipt to verify payments or deposits.

OFFICE OF THE U.S. TRUSTEE - REGION 10

MONTHLY CASH FLOW REPORT

for the month ended May 31, 2010

Debtor Name

New Schoonebeck Dairy, LLC

Case Number

Reconciled bank balance and cash on hand from last month
(If this is the first report, insert the cash balance as of the
petition date.)41,641CASH RECEIPTS

from cash sales/receipts
from collection of pre-petition receivables
from collection of post-petition receivables
from loans
from contributions to capital or from gifts
other receipts (itemize on a separate sheet)

107,687TOTAL RECEIPTS (Do not include beginning
bank balance)107,687CASH DISBURSEMENTS

Inventory purchases
* net payments to officers/owners
* net payments to other employees
rent payments
lease payments
mortgage or note payments
adequate protection payments
insurance
utilities/telephone
** tax payments
supplies
outside labor
travel/entertainment
*** payments to attorneys
*** payments to accountants
*** payments to other professionals
U.S. Trustee Quarterly Fee
other expenses (itemize on separate sheet)

336005000547742672194812981817987287535--72601175807370514

TOTAL DISBURSEMENTS

573,84933,83875,479

NET CASH FLOW (Total Receipts minus Total Disbursements)

Bank Balance and cash on hand at the end of the month
(beginning balance + cash receipts - cash disbursements)

- * This figure is the actual cash paid, i.e. gross payroll
less taxes withheld
- ** This figure comes from page 2 of this form
- *** Attach a copy of the court order authorizing such payments

New Schoonebeek Dairy, LLC
Monthly Cash Flow Report - Detail of Other Expenses

<u>Other Expenses:</u>	<u>May</u>
Animal health	51,238
Bank charges	1,303
Bedding	8,087
Breeding	4,184
Custom hire	-
Feed	238,101
Fuel	12,017
Milk hauling	8,782
Interest	11,148
Marketing	12,728
Misc	285
Repairs	11,237
Other taxes	11,424
	<u>\$ 370,514</u>

OFFICE OF THE U.S. TRUSTEE - REGION 10

MONTHLY INCOME STATEMENT

As of May 31, 2010

Debtor Name

New Schoonebeek Dairy, LLC

Case Number

CURRENT
MONTHYEAR TO
DATEINCOMEGross Receipts or Sales
less: returns or allowances649,3192,917,637Cost of Goods

Beginning Inventory

Purchases

Other Costs (list)

less: ending inventory

Cost of Goods Sold

Gross Profit

Interest

Rents

Gain (Loss) from sale of property

Other Income

Total Income

649,3192,917,637GENERAL AND ADMINISTRATIVE EXPENSES

Compensation of Officers

Salaries & Wages

Repairs & Maintenance

Supplies

Bad Debts

Rents

Payroll Taxes

Other Taxes

Interest Expense

Depreciation

Insurance

Travel & Entertainment

Utilities & Telephone

Professional & Legal

Other Expenses (Attach Schedule)

Total Expenses

Net Profit (Loss)

64,77711,2377,53442,672914,2411,148105,5202,94118,1799,642336,7051,021,364279,605337,11058,02830,784184,81912,11455,803527,50022,80838,67332,4091,055,0612,917,637

New Schoonebeek Dairy, LLC
Monthly Income Statement - Detail of Other Expenses

<u>Other Expenses:</u>	<u>May</u>	<u>YTD</u>
Animal Health	51,238	231,972
Bank charges	1,303	6,657
Bedding	8,067	32,751
Breeding	4,184	23,004
Custom Hire	-	20,665
Feed	238,101	1,166,919
Fuel	12,017	67,632
Milk Hauling	8,782	42,194
Marketing	12,728	62,587
Misc	285	760
	<u>\$ 338,706</u>	<u>\$ 1,665,061</u>

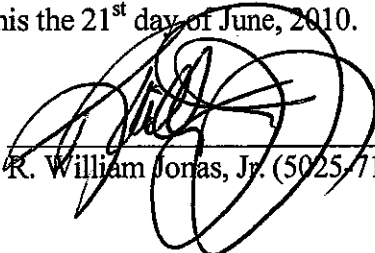
Certificate of Service

The undersigned hereby certifies that a true and correct copy of the foregoing document was sent to:

Nancy J. Gargula
One Michiana Square Building
Suite 555
100 East Wayne Street
South Bend, IN 46601-2349

Alex Edgar
100 E Wayne Street
One Michiana Square
RM 555
South Bend, IN 46601

by first-class mail, postage fully prepaid on this the 21st day of June, 2010.



R. William Jonas, Jr. (5025-71)

Miscellaneous:09-34327-hcd New Schoonebeek Dairy, LLC

Type: bk

Chapter: 11 v

Office: 3 (South Bend Division)

Assets: y

Judge: hcd

Case Flag: PlnDue, DsclsDue,
NTCAPR**U.S. Bankruptcy Court****Northern District of Indiana**

Notice of Electronic Filing

The following transaction was received from R. William Jonas entered on 6/21/2010 at 8:13 AM EDT and filed on 6/21/2010

Case Name: New Schoonebeek Dairy, LLC**Case Number:** 09-34327-hcd**Document Number:** 129**Docket Text:**

Cash Flow Statement for period from May 1, 2010 to May 31, 2010 Filed by Debtor New Schoonebeek Dairy, LLC (Jonas, R.)

The following document(s) are associated with this transaction:

Document description:Main Document**Original filename:**DOC062110.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=1006806559 [Date=6/21/2010] [FileNumber=14196926-0] [a830f79a4039ba08c963be6a91a3abddbc8585f71b453b42a2adcd9adc94ff05dc213c9c2719c54f6084dad04f4bad33751c08799cd8ceb66d02aba90c417424]]

09-34327-hcd Notice will be electronically mailed to:

W. David Arnold on behalf of Creditor Bekel Leasing, LLC
darnold@rcolaw.com

Matthew J. Connelly on behalf of Creditor North Central Cooperative
lsavitz@bcjslaw.com

Alexander L. Edgar on behalf of U.S. Trustee Nancy Gargula
Alexander.L.Edgear@usdoj.gov

Nancy J. Gargula
USTPRegion10.SO.ECF@usdoj.gov

R. William Jonas on behalf of Debtor New Schoonebeek Dairy, LLC
rwj.haj@sbcglobal.net, krh.haj@sbcglobal.net

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Jay P. Kennedy on behalf of Creditor Rabo Agrifinance, Inc.
jpk@kgrlaw.com

Douglas C. Lehman on behalf of Creditor Pleasant Home Farm, Inc.
doug@lehmanlaw.net

Stephen L. Wilson on behalf of Creditor First Farmers Bank & Trust
stephen.wilson@ffbt.com

09-34327-hcd Notice will not be electronically mailed to:

Stan Bertsch
DeLaval Direct
Branch Manager of Indiana
4300 E. 100 N. Dustman Rd
Bluffton, IN 46714

James Earl Derck
LaFontaine Gravel, Inc.
212 W. Kendall
LaFontaine, IN 46940

Barry Eppley, President
Pleasant Home Farm, Inc.
711 W. St. Rd. 124
Wabash, IN 46992

Hammerschmidt, Amaral & Jonas on behalf of Debtor New Schoonebeek Dairy, LLC
137 N. Michigan St.
South Bend, IN 46601

Linda E. Kobliska on behalf of Creditor Rabo Agrifinance, Inc.
P.O. Box 668
Cedar Falls, IA 50613

Michael S. Messenger on behalf of Creditor Bekel Leasing, LLC
Robison, Curphey & O'Connell
Four Seagate, Ninth Floor
Toledo, OH 43604

Exhibit E – Liquidation Analysis***Plan Proponent's Estimated Liquidation Value of Assets*****Assets**

a. Cash on hand	\$ 41,641.00
b. Accounts receivable	\$
c. Inventory	\$ 7,467,941.00
d. Office furniture & equipment	\$
e. Machinery & equipment	\$ 1,125,234.00
f. Automobiles	\$
g. Buildings & Leasehold improvements	\$ 174,338.00
h. Customer list	\$
i. Investment property (such as stocks, bonds or other financial assets)	\$ 163,058.00
j. Lawsuits or other claims against third-parties	\$
k. Other intangibles (such as avoiding powers actions)	\$ 3,358.00

Total Assets at Liquidation Value **\$ 8,975,570.00**

Less:

Secured creditors' recoveries **\$ 3,305,576.10**

Less:

Chapter 7 trustee fees and expenses \$ 15,000.00

Less:

Chapter 11 administrative expenses \$ 125,000.00

Less:

Priority claims, excluding administrative expense claims \$ 0.00

[Less:

Debtor's claimed exemptions] \$ 0.00

(1) Balance for unsecured claims \$ 0.00

(2) Total dollar amount of unsecured claims \$ 247,000.00

Percentage of Claims Which Unsecured Creditors Would Receive Or Retain in a Chapter 7 Liquidation: 0% [Divide (1) by (2)]

Percentage of Claims Which Unsecured Creditors Will Receive or Retain under the Plan: 10%

Exhibit F – Cash on hand on the effective date of the Plan

Cash on hand on effective date of the Plan:	\$ 45,000.00
<i>Less B</i>	
Amount of administrative expenses payable on effective date of the Plan	- 10,000.00
Amount of statutory costs and charges	-
Amount of cure payments for executory contracts	- 30,000.00
Other Plan Payments due on effective date of the Plan	-
Balance after paying these amounts.....	<u>\$ 5,000.00</u>

The sources of the cash Debtor will have on hand by the effective date of the Plan are estimated as follows:

\$ 5,000.00	Cash in Debtor's bank account now
+ 40,000.00	Additional cash Debtor will accumulate from net earnings between now and effective date of the Plan [state the basis for such projections]
+ 0.00	Borrowing [separately state terms of repayment]
+ 0.00	Capital Contributions
+	Other
<u>\$ 45,000.00</u>	Total [This number should match "cash on hand" figure noted above]

Exhibit G B Projections of Cash Flow and Earnings for Post-Confirmation Period

Jan.

Febr.

March.

April.

6/28 Update
2010

Golden Cresting Corporation Weekly Cash Flow Detail - 6/28 Update 2010																	
Date:	1/1	1/8	1/15	1/22	1/29	2/5	2/12	2/19	2/25	3/4	3/11	3/18	3/25	4/2	4/9	4/16	4/23
Beginning Cash Balance	52,026	56,639	45,097	28,601	13,216	(27,443)	(7,714)	(21,208)	(52,989)	(61,705)	(27,988)	(38,735)	38,782	(43,628)	(23,824)	(58,240)	(8,240)
Collection / Sources of Funds																	
Interim DFA payments	78,843	90,408	88,277	68,486	65,611	79,679	88,708	84,318	78,985	81,272	79,064	84,885	84,900	67,000	64,800	64,800	68,000
True-Up DFA Payments			151,057				182,000					158,500				181,000	
Cash			1,920			1,450		1,450	9,000	940						1,900	
Cull Cows Sold		4,800	4,316	3,000	3,000	3,000	3,000	2,000	2,500	3,000	2,000	3,000	2,000	4,800	1,200	3,800	800
Other	28,000				1,480	28,000		1,430	1,430	28,000				28,000			
Total	168,669	151,847	250,667	100,088	83,307	84,988	91,994	168,552	96,895	61,507	53,085	204,680	117,962	56,372	42,178	195,260	67,580
Expenses / Uses of Cash:																	
Animal Health	10,000	10,000	10,000	10,000	6,000	9,000	9,000	9,000	9,500	9,000	13,000	13,500	13,000	10,000	9,000	10,000	9,000
Bank Charge		250			1,350				1,500				1,475	500			500
Backlog		2,500	3,500		1,500	2,000	2,000	1,400	2,000	1,750	1,700	2,250	1,750	2,000	2,250	2,000	2,500
Breeding	1,000	1,000	1,000	750	750	1,250	1,250	1,250	1,300	1,000	1,000	1,000	500	1,500	1,750	1,500	1,750
Cull Cow Expense	16,800	16,800	16,800	16,800	16,800	16,800	16,800	16,800				17,400	12,500	7,000	7,500	10,000	1,500
Custom Hire	2,000	1,500	1,500	1,500	1,000	2,000	2,000	2,000	1,500	1,000	1,000	1,000	1,000	1,750	2,000	1,750	1,500
Feed	42,500	42,500	42,500	42,500	42,500	41,000	41,000	41,000	41,000	45,000	42,000	42,000	42,000	40,000	40,000	40,000	40,000
Fuel	3,000	3,000	3,000	3,000	3,000	4,500	4,500	4,500	3,000	2,500	3,000	3,250	3,250	2,500	2,500	2,500	2,500
Hauling & Trucking																	
Insurance	1,430	2,050			3,500			4,219		5,800			4,200				
Salaries, wages & benefits	24,000	27,000			19,000	6,500	19,000	5,000	20,800	5,946	19,800	5,000	18,000	5,946	18,500	8,000	8,500
Marketing																	
Rent	2,000	50,000				4,000		53,000		2,250	1,150	1,150	50,065	2,250	1,150	36,000	1,150
Supplies	1,000	1,000	1,000	1,000	1,100	1,350	1,350	1,350	1,450	1,750	1,750	1,750	1,750	1,500	1,250	1,250	1,250
Utilities	500		5,425	1,500	8,500			2,500	8,000		3,000		5,800				
repairs/maintenance	4,000	3,500	3,000	2,500	2,500	3,500	3,000	3,000	3,100	3,500	3,000	3,000	2,900	2,500	2,500	2,500	2,500
Pleasant Home Farm			39,778					22,000		10,000		35,000			6,016	30,000	
Taxes	3,900	2,250		3,300	3,250		3,300		3,500	3,200			3,500		4,000		3,750
Other	500	25,000		500		500		3,000	4,000			1,750		1,750		6,500	
Total	112,030	106,550	205,801	88,850	110,750	92,400	103,200	170,019	98,650	98,466	92,800	128,650	161,250	78,166	98,416	150,000	68,400
Adj: difference checks vs. cleared																	
Net Cash Balance Before (Borrowing) / Paydown	58,639	45,097	84,866	13,216	(27,443)	(7,714)	(21,208)	(1,457)	(61,705)	(27,988)	(38,735)	76,810	(43,628)	(23,824)	(58,240)	45,280	(22,640)
Draw / (Paydown) on Line																	
Herd Note			10,000					10,000				10,000				10,000	
Working Cap Note								11,611				10,324				41,500	
Total								29,912				25,324				51,500	
								51,523				45,848					
	58,639	45,097	28,601	13,216	(27,443)	(7,714)	(21,208)	(52,989)	(61,705)	(27,988)	(38,735)	30,782	(43,628)	(23,824)	(58,240)	(8,240)	(22,640)

May. 3.1 milj p:
\$485,000

June 3 milj. pounds.
(1475 cows x 71 p x 30 days)
estimated \$16.50/100 lbs
\$480,000 total
Ind final paym 7/16/2010

July \$16.50/100 lbs 3 milj. pounds
(1475 cows x 71 p x 31 days)
estimated \$17.00/100 lbs
\$495,000 total
Ind final paym 8/15/2010

Aug 3.1 milj pounds
\$17.00/100 lbs
(1475 cows x 72 p x 31 days)
estimated \$17.50/100 lbs
\$495,000 total
Ind final paym 9/15/2010

Sept 15

Golden Casting Corporation Weekly Cash Flow Detail - Y	4/30	5/7	5/14	5/21	5/28	6/4	6/11	6/18	6/25	7/2	7/9	7/16	7/23	7/30	8/6	8/13	8/20
Beginning Cash Balance	(22,840)	(13,069)	(21,459)	64,761	(7,257)	(22,147)	(12,723)	5,977	4,877	(203)	(3,398)	(324)	12,567	(1,533)	(4,433)	5,887	(2,567)
Collections / Sources of Funds																	
Initial DFA payments	70,500	92,800	96,500	88,900	94,400	65,200	88,100	87,100	85,900	65,000	66,000	65,000	70,000	70,000	90,000	90,000	90,000
True-Up DFA payments	5,000	4,000	1,870	7,000	7,000	2,000	1,500	1,500	1,500	2,000	2,000	1,700	3,309	4,000	2,500	2,500	2,500
Calf Cows Sold	4,200	4,000	6,500	7,000	8,500	2,000	2,000	1,500	1,500	1,500	2,000	1,200	3,309	4,000	2,500	2,500	2,500
Other	56,880	111,510	230,511	160,661	102,603	93,063	77,377	208,477	80,877	94,267	69,926	202,938	85,887	100,467	94,567	243,187	199,817
Total	9,000	8,500	8,000	8,500	9,000	8,500	8,000	9,000	8,500	9,000	9,000	10,000	10,000	8,750	11,000	11,000	11,000
Expenses / Uses of Cash																	
Animal Health	2,000	1,750	2,000	1,750	2,000	2,000	1,750	1,750	3,000	2,000	2,000	1,500	2,000	1,500	2,000	1,500	1,500
Bank Charge	1,500	1,750	1,750	1,500	1,300	1,750	1,500	1,500	1,500	1,750	1,500	1,500	1,750	1,500	1,500	1,500	1,500
Breeding	35,000	36,000	36,000	35,000	34,300	9,800	5,000	10,000	15,000	5,000	5,000	33,000	10,000	15,000	15,000	25,000	33,000
Cull Cow Expense	1,750	1,500	1,750	1,500	1,750	2,000	2,000	2,000	2,000	1,750	2,000	2,000	2,000	2,000	1,000	1,000	1,000
Custom Hire	40,000	42,000	42,000	42,000	42,000	43,000	43,000	43,000	43,000	42,000	44,000	44,000	44,000	42,000	44,000	42,000	42,000
Farm	2,250	2,500	2,500	2,750	2,250	2,750	2,500	2,250	2,500	2,250	2,000	2,250	2,500	2,250	2,000	2,250	2,250
Fuel	4,219	24,500	24,500	24,500	24,500	24,500	24,500	24,500	24,500	23,946	25,000	4,219	5,500	18,000	6,000	18,000	18,000
Hauling & Trucking	2,250	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,750	1,500	1,500	1,750	1,500	1,500	1,500	1,500
Insurance	2,250	3,000	3,000	3,000	3,000	2,500	2,500	2,500	2,500	2,000	2,000	2,000	2,000	1,750	1,750	1,500	1,500
Salaries, wages & benefits	1,250	1,500	1,500	1,500	1,750	1,500	1,750	1,500	1,750	1,750	1,500	1,750	1,750	1,500	1,500	1,500	1,500
Marketing	8,200	1,500	1,750	1,500	10,000	2,500	2,500	35,000	8,500	10,500	10,500	10,500	10,500	10,500	10,500	10,500	10,500
Rent	2,250	3,000	3,000	3,000	2,250	2,500	2,500	2,500	2,500	2,000	2,000	2,000	2,000	1,750	1,750	1,500	1,500
Supplies	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000
Utilities	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750	1,750
Repairs/maintenance	69,950	132,880	134,750	167,958	124,750	106,776	172,500	91,180	97,696	70,250	173,218	67,400	184,900	88,800	163,750	104,400	104,400
Pasture/Horse Farm																	
Taxes																	
Other																	
Total	(13,069)	(21,459)	95,761	(7,257)	(22,147)	(12,723)	5,977	35,977	(203)	(3,398)	(324)	28,417	(1,533)	(4,433)	5,887	79,417	55,417
Net Cash Balance Before (Borrowing) / Paydown																	
Debt / (Paydown) on Line																	
Net Cash Balance																	
Working Cap Note																	
Total																	

Sept. 3 mil. P. P. d
\$77/100wt (1450x73x30)
Total Paym. \$ 570,000
(Incl. final \$135,000 Paym.)
Oct 15

Oct. 3.2 mil. Boards
\$77.75/100wt (74 Boards)
Total Paym. \$ 518,000
(Incl. final \$18,000)
Nov 15

Nov. 3.24 mil. P. P. d
\$77.75/100wt (756 Boards)
Total Paym. \$ 555,000
(Incl. final \$160,000)
Jan 15 2011

Dec. 3.4 mil. Boards
\$77.75/100wt (756 Boards)
Total Paym. \$ 580,000
(Incl. final \$160,000)
Jan 15 2011

Golden Casting Corporation
Weekly Cash Flow Detail - V

Date:	9.3.2010	9.10.2010	9.17.2010	9.24.2010	10.1.2010	10.8.2010	10.15.10	10.22.10	10.29.10	11.5.2010	11.12.10	11.19.10	11.26.10	12.3.10	12.10.10	12.17.10	12.24.10
Beginning Cash Balance	56,417	22,837	52,137	34,987	98,287	85,807	47,857	90,257	71,357	65,027	77,057	80,107	157,757	171,857	174,527	177,877	228,977
Collection / Sources of Fund																	
Interim DFA Payments	90,000	92,500	92,500	95,000	96,000	75,000	80,500	80,000	80,000	97,500	97,500	100,000	100,000	82,500	82,500	85,000	85,000
True-Up DFA Payments							135,000										
Calfes	6,500			1,800		6,500		1,750	7,000			1,750	7,000	1,750	1,750	1,750	7,000
Cull Cows Sold	3,500	3,000	4,000	5,000	5,000	3,500	5,000	4,000	4,500	4,500	5,000	4,000	3,500	3,000	3,500	4,000	3,500
Other		28,000				28,000	1,500			28,000	1,500			28,000	1,500		
Total	148,917	152,837	148,637	272,787	198,287	199,457	185,807	267,857	176,007	195,027	181,057	353,057	288,257	285,357	283,777	428,877	324,477
Expenses / Uses of Cash:																	
Animal Health	10,000	11,000	11,000	11,000	11,000	11,000	11,000	11,000	11,000	10,500	10,500	10,500	10,500	10,000	10,000	10,000	10,000
Bedding Charge							500					250				250	
Bedding	2,000	2,000	1,750	1,750	1,750	1,750	2,000	1,750	1,750	2,000	1,750	2,000	1,750	2,000	1,500	1,500	1,500
Breeding	1,750	2,000	1,500	1,750	2,000	1,750	2,000	1,750	2,000	1,750	2,000	1,750	2,000	1,750	1,750	1,750	1,500
Cull Cow Expenses	25,000	20,000	25,000	33,000	20,000	20,000	33,000	15,000	20,000	22,500	20,000	33,000	22,500	15,000	22,500	33,000	20,000
Custom Hire	1,000	1,000	1,000	1,000	1,000	1,000	2,500	2,500	2,500	2,000	2,000	2,000	1,500	1,500	1,000	1,000	1,000
Feed	44,000	44,000	44,000	44,000	44,000	44,000	44,000	42,000	42,000	42,000	42,000	42,000	42,000	42,000	42,000	42,000	42,000
Fuel	3,000	2,750	3,250	3,500	3,500	4,000	3,500	3,250	3,500	3,000	3,500	3,000	3,250	3,000	2,500	2,500	2,500
Hauling & Trucking																	
Insurance	1,430	4,300		1,430		4,300								1,430		4,300	
Salaries, wages & benefits	18,000	6,000	18,000	18,000	6,000	18,000	5,000	18,500		24,500		24,000		24,500		23,500	
Marketing																	
Rent	1,150	3,150	1,150	53,150	1,150	3,150	63,500	1,150	1,150	1,150	1,150	53,500	1,150	1,150	1,150	53,500	1,150
Supplies	1,750	2,000	1,500	1,750	2,000	1,500	2,000	1,750	2,000	1,750	1,750	1,750	2,000	1,500	1,750	1,750	1,500
Utilities	11,000					12,500				8,500				8,000			
Repair/maintenance	2,000	2,500	2,000	2,000	2,000	2,000	2,500	2,000	2,000	2,000	2,000	1,500	1,750	2,000	1,750	2,000	2,000
Pleasant Home Farm																	
Taxes	4,000		3,500	4,000	4,000	3,500	4,000	4,000		3,500		4,000		3,500		4,000	
Other						1,500				1,500				1,500			
Total	128,080	100,700	113,650	157,650	111,830	113,650	117,950	104,650	97,830	118,150	90,850	179,250	98,400	110,850	85,900	181,050	83,150
Net Cash Balance Before (Borrowing) / Paydown	22,837	52,137	34,987	115,137	86,457	85,807	47,857	107,107	71,357	65,027	77,057	90,107	174,807	171,857	174,527	245,827	241,327
Draw / (Paydown) on Line:																	
Hard Note																	
Working Cap Note																	
Total																	
Total	22,837	52,137	34,987	115,137	86,457	85,807	47,857	107,107	71,357	65,027	77,057	90,107	157,757	171,857	174,527	245,827	241,327

Add difference due to other items

6/20 Update

Golden Casting Corporation Weekly Cash Flow Detail - W			
Date:	12.31.10	1.07.2011	1.14.2011
			1.28.2011
Beginning Cash Balance	241,327	250,877	
Collection / Sources of Funds			
Interim DFA payments	85,000		
True-Up DFA Payments			180,000
Cash			
Cull Cows Sold	4,500		
Other	28,000	1,500	
Total	358,827		
Expenses / Uses of Cash			
Animal Health	10,000		
Bank Charge			
Bedding	1,750		
Breeding	1,750		
Cull Cow Expenses	27,500		
Custom Hire	1,000		
Feed	42,000		
Fuel	2,500		
Hauling & Trucking			
Insurance		1,430	
Salaries, wages & benefits	6,000		
Marketing			
Rent	1,150		
Supplies	1,750		
Utilities	7,500		
Vehicle Insurance	1,750		
Pleasant Home Farm			
Taxes	3,500		
Other		1,500	
Total	108,150		
Add: decrease check reference, above			
Net Cash Balance Before (Borrowing) / Paydown	250,677		
Draw / (Paydown) on Line:			
Herd Note			
Working Cap Note			
Total			
		250,877	

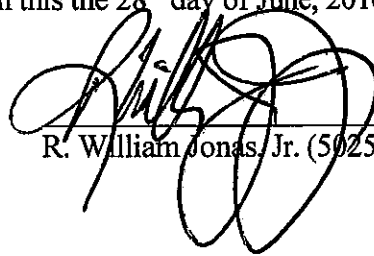
Certificate of Service

The undersigned hereby certifies that a true and correct copy of the foregoing document was sent to:

Nancy J. Gargula
One Michiana Square Building
Suite 555
100 East Wayne Street
South Bend, IN 46601-2349

Alex Edgar
100 E Wayne Street
One Michiana Square
RM 555
South Bend, IN 46601

by first-class mail, postage fully prepaid on this the 28th day of June, 2010.

A handwritten signature in black ink, appearing to read 'R. William Jonas, Jr.', is written over a horizontal line. The signature is stylized with large loops and a prominent 'R'.

R. William Jonas, Jr. (5025-71)